

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

)
) **PROMESA**
) **Title III**
)
) **No. 17 BK 3283-LTS**
)
) **(Jointly Administered)**
)
) **Re:** ECF Dkt. Nos. 622, 940, 941, 953
) [Case No. 17-3566], 867, 890, 934, 935
) [Case No. 17-3567], 1938, 2066, 2073,
) 2075, 2078, 2094, 2261, 2262 [Case
) No. 17-4780], 7717, 8006, 12405, 13361,
) 13557, 13614, 13624, 13652, 13659, 13655,
) 13673, 13675, 13676, 13677, 13678, 13680,
) 13684, 13689, 13690, 13692, 13694, 13714,
) 13756, 13759, 13829, 14045, 14750, 14751,
) 14753, 14754
)
) **Hearing date:** October 28, 2020 at
) 9:30 a.m. (AST)

**FEE EXAMINER'S REPORT ON UNCONTESTED PROFESSIONAL FEE
MATTERS FOR CONSIDERATION IN CONNECTION WITH THE
OCTOBER 28, 2020 OMNIBUS HEARING**

**I. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE
NINTH INTERIM (FEBRUARY 1, 2020-MAY 31, 2020) AND PRIOR
COMPENSATION PERIODS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

II. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE DECEMBER 9, 2020 OMNIBUS HEARING OR A LATER DATE

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

INTRODUCTION

Notwithstanding the disruption wrought by the continuing pandemic, natural disasters, and political change, these proceedings have continued, and professionals have continued to file fee applications and the Fee Examiner has continued the review and reporting process without interruption. The quantitative effects of COVID-19 on professional compensation remain difficult to assess. The full brunt of the pandemic—both on the island and on the mainland—was felt neither uniformly nor universally during the first part of the compensation period. The recent motion practice reflects an increasing frustration among some stakeholders about the myriad ways in which COVID-19 has impacted the progress of the case. Ongoing controversy surrounding PREPA and its transformation also continue to occupy a central role in the Commonwealth's overall reorganization. The Court's stay orders and the mediation process affected some professional firms more than others. For some firms, moreover, the pandemic and other challenges visited on the island have meant even more effort and time in trying to respond to dramatic economic changes, changing fiscal plans and projections, and federal support.

Many professionals working on these cases, both on and off the island, including professionals for the Fee Examiner and the Fee Examiner, continue to work from home. In several instances, this has caused delays in the submission of data or other supporting documentation. To that extent, the Fee Examiner recommends the deferral of a number of applications to December 9, 2020 or a subsequent omnibus hearing date. The Fee Examiner and counsel will continue to work with firms on data and application backlogs, whether or not

attributable to COVID-19, to give the Court and the public the most accurate picture of the professional compensation cost of the Title III cases.

This report addresses compensation applications for the period from February 1, 2020 through May 31, 2020 (the Ninth Interim Compensation Period) and prior interim fee periods. It recommends the Court's approval of 34 negotiated, adjusted, and uncontested applications for professional compensation pursuant to PROMESA. Professionals have requested about \$808 million in fees and expenses through the Title III compensation process as of October 21, 2020.

SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

- Recommends Court approval of the interim fee applications detailed on **Exhibit A**;

- Recommends Court approval of the final fee application detailed on **Exhibit B**; and

- Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the "**Interim Compensation Order**"), that the Fee Examiner and the applicants listed on **Exhibit C** and **Exhibit D** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the December 9, 2020 omnibus hearing or another date convenient for the Court.

INTERIM FEE APPLICATIONS

This Report addresses many of the professional fees and expenses timely submitted for the Ninth Interim Fee Period (February 1–May 31, 2020), along with one application for the COFINA Final Fee Period.

A number of flat fee financial professionals continue to submit applications, including McKinsey & Company, which continues in its role as strategic consultant to the Oversight Board

with respect to the Commonwealth, HTA and PREPA Title III cases.² This report recommends for court approval a series of McKinsey's interim fee applications for services performed in the last three periods (June 1, 2019-May 31, 2020) totaling \$28.8 million of the approximately \$42.7 million in total fees recommended for Court approval with this report. Notably, McKinsey has begun providing modest discounts to its fees, apparently at the request of the Oversight Board.

Exhibit A lists 34 interim fee applications recommended for the Court's approval, with adjustment. **Exhibit B** lists one final fee application recommended for approval—with any remaining final fee applications recommended for deferral on **Exhibit D**. **Exhibit C** identifies those pending interim applications recommended for deferral, including those filed after the Fee Examiner's deadlines or initially supported by incomplete data or documentation, or simply because of the pandemic's effect.

RELIEF REQUESTED

For the reasons stated in this report and, once again in the continued and confirmed absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibits A** and **B**, and permit the deferral of the applications listed on **Exhibits C** and **D** to the omnibus hearing scheduled for December 9, 2020 or a later date. Attached to this report as **Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

² Effective July 1, 2019, McKinsey Puerto Rico is the entity providing services to the Oversight Board in the Title III cases. *See First Interim Fee Application of McKinsey & Company Puerto Rico Consulting, Inc. as Consulting Services Provider to the Financial Oversight and Management Board for Puerto Rico, as Representative of Debtors, the Commonwealth of Puerto Rico, for the Period From July 1, 2019 Through May 31, 2020.*

Dated: October 21, 2020.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo

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In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth - Ninth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Claims Counsel to FOMB - ERS</i>							
1	Brown Rudnick LLP [17-3566 Dkt. No. 622]	2/1 - 5/31/2019	\$ 47,518.00	\$ 916.55	\$ -	\$ -	\$ 46,601.45	\$ -
	<i>Puerto Rico Counsel to AAFAF</i>							
2	Marini Pietrantonio Muniz LLC [Dkt. No. 8006]	2/1 - 5/31/2019	\$ 195,857.30	\$ 4,425.95	\$ 4,793.02	\$ 1,724.70	\$ 191,431.35	\$ 3,068.32
Seventh Interim Fee Period (June 1 - September 30, 2019)								
	<i>Consulting Services to the FOMB - Commonwealth</i>							
3-a	McKinsey & Company, Inc. Washington D.C. [Dkt. No. 13756]	6/1 - 6/30/2019	\$ 1,417,500.00	\$ -	\$ -	\$ -	\$ 1,417,500.00	\$ -
	<i>Consulting Services to the FOMB - HTA</i>							
3-b	McKinsey & Company, Inc. Washington D.C. [Dkt. No. 14751 AND 17-3567 Dkt. No. 934]	6/1 - 6/30/2019	\$ 310,000.00	\$ -	\$ -	\$ -	\$ 310,000.00	\$ -
	<i>Consulting Services to the FOMB - PREPA</i>							
3-c	McKinsey & Company, Inc. Washington D.C. [Dkt. No. 14750 AND 17-4780 Dkt. No. 2261]	6/1 - 6/30/2019	\$ 740,000.00	\$ -	\$ -	\$ -	\$ 740,000.00	\$ -
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)								
	<i>Puerto Rico Counsel to PREPA</i>							
4	Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 12405 and 17-4780 Dkt. No. 1938]	8/1/2019 - 1/31/2020	\$ 1,880,695.00	\$ 14,447.95	\$ 13,883.56	\$ 1,425.21	\$ 1,866,247.05	\$ 12,458.35
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)								
	<i>Advisor to the FOMB - Commonwealth</i>							
5-a	Alvarez & Marsal North America, LLC [Dkt. No. 13690]	2/1 - 5/31/2020	\$ 3,074,881.77	\$ 9,062.10	\$ 11,867.78	\$ -	\$ 3,065,819.67	\$ 11,867.78
	<i>Advisor to the FOMB - ERS</i>							
5-b	Alvarez & Marsal North America, LLC [Dkt. No. 13694 and 17-3566 Dkt. No. 941]	2/1 - 5/31/2020	\$ 355,793.13	\$ -	\$ -	\$ -	\$ 355,793.13	\$ -
	<i>Advisor to the FOMB - HTA</i>							
5-c	Alvarez & Marsal North America, LLC [Dkt. No. 13692 and 17-3567 Dkt. No. 867]	2/1 - 5/31/2020	\$ 78,511.68	\$ -	\$ -	\$ -	\$ 78,511.68	\$ -
	<i>Puerto Rico Counsel to the Official Committee of Retired Employees</i>							
6	Bennazar Garcia & Milan, C.S.P. [Dkt. No. 13361]	2/1 - 5/31/2020	\$ 345,741.25	\$ 743.50	\$ 2,226.97	\$ -	\$ 344,997.75	\$ 2,226.97
	<i>Consulting Services to the FOMB - PREPA</i>							
7	Berkeley Research Group, LLC [Dkt. No. 13689 AND 17-4780 Dkt. No. 2078]	2/1 - 5/31/2020	\$ 370,305.00	\$ 845.44	\$ 1,732.04	\$ -	\$ 369,459.56	\$ 1,732.04
	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB</i>							
8-a	Brattle Group, Inc., The [Dkt. No. 13675]	2/1 - 5/31/2020	\$ 684,656.30	\$ -	\$ -	\$ -	\$ 684,656.30	\$ -
	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB- ERS</i>							
8-b	Brattle Group, Inc., The [Dkt. No. 13676 AND 17-3566 Dkt. No. 940]	1/30 - 5/31/2020	\$ 1,135,049.42	\$ -	\$ 8,460.51	\$ -	\$ 1,135,049.42	\$ 8,460.51
	<i>Puerto Rico Conflicts Counsel to the FOMB</i>							
9-a	Cardona Fernandez, Esq., Ileana C. [Dkt. No. 13673]	2/1 - 5/31/2020	\$ 8,595.00	\$ -	\$ -	\$ -	\$ 8,595.00	\$ -
	<i>Puerto Rico Conflicts Counsel to the FOMB- PREPA</i>							
9-b	Cardona Fernandez, Esq., Ileana C. [17-4780 Dkt. No. 2073]	2/1 - 5/31/2020	\$ 2,295.00	\$ 225.00	\$ -	\$ -	\$ 2,070.00	\$ -
	<i>Puerto Rico Counsel to Official Committee of Unsecured Creditors</i>							
10	Casillas Santiago & Torres LLC [Dkt. No. 13684]	2/1 - 5/31/2020	\$ 401,341.50	\$ 40.00	\$ 6,163.75	\$ -	\$ 401,301.50	\$ 6,163.75
	<i>Financial Advisor to the FOMB - Commonwealth</i>							
11-a	DiCicco, Gulman & Company LLP [Dkt. No. 13829]	2/1 - 5/31/2020	\$ 976,837.50	\$ 16,074.38	\$ -	\$ -	\$ 960,763.12	\$ -

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Sixth - Ninth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Financial Advisor to the FOMB - ERS</i>							
11-b	DiCicco, Gulman & Company LLP [17-3566 Dkt. No. 953]	2/1 - 5/31/2020	\$ 61,762.50	\$ -	\$ -	\$ -	\$ 61,762.50	\$ -
	<i>Financial Advisor to the FOMB - HTA</i>							
11-c	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 890]	2/1 - 5/31/2020	\$ 26,962.50	\$ -	\$ -	\$ -	\$ 26,962.50	\$ -
	<i>Financial Advisor to the FOMB - PREPA</i>							
11-d	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2094]	2/1 - 5/31/2020	\$ 36,937.50	\$ -	\$ -	\$ -	\$ 36,937.50	\$ -
	<i>Puerto Rico Counsel to Special Claims Committee</i>							
12	Estrella, LLC [Dkt. No. 14045]	1/1 - 4/30/2020	\$ 391,386.50	\$ 5,618.50	\$ 3,593.22	\$ 98.89	\$ 385,768.00	\$ 3,494.33
	<i>Chief Financial Advisor to PREPA</i>							
13	Filsinger Energy Partners [Dkt. No. 13624 AND 17-4780 Dkt. No. 2066]	2/1 - 5/31/2020	\$ 811,835.92	\$ -	\$ 2,862.99	\$ -	\$ 811,835.92	\$ 2,862.99
	<i>Financial Advisor for the Official Committee of Retired Employees</i>							
14	FTI Consulting, Inc. [Dkt. No. 13652]	2/1 - 5/31/2020	\$ 1,013,856.50	\$ 30,000.00	\$ 10,478.42	\$ -	\$ 983,856.50	\$ 10,478.42
	<i>Counsel to the Official Committee of Retired Employees</i>							
15	Jenner & Block LLP [Dkt. No. 13678]	2/1 - 5/31/2020	\$ 1,868,971.73	\$ 71,327.39	\$ 105,122.89	\$ -	\$ 1,797,644.34	\$ 105,122.89
	<i>Communications Advisor to Official Committee of Unsecured Creditors</i>							
16	Kroma Advertising, Inc. [Dkt. No. 13680]	1/16 - 5/15/2020	\$ 95,000.00	\$ -	\$ -	\$ -	\$ 95,000.00	\$ -
	<i>Special Counsel to the FOMB</i>							
17	Luskin Stern & Eisler LLP [Dkt. No. 13714]	2/1 - 5/31/2020	\$ 54,879.00	\$ -	\$ 5.52	\$ -	\$ 54,879.00	\$ 5.52
	<i>Information Agent to the Official Committee of Retired Employees</i>							
18	Marchand ICS Group [Dkt. No. 13655]	2/1 - 5/31/2020	\$ 112,243.50	\$ 57.00	\$ 10,276.15	\$ -	\$ 112,186.50	\$ 10,276.15
	<i>Consulting Services to the FOMB - Commonwealth</i>							
19-a	McKinsey & Company, Inc. Puerto Rico [Dkt. No. 13759]	7/1/2019 - 5/31/2020	\$ 15,138,625.00	\$ -	\$ -	\$ -	\$ 15,138,625.00	\$ -
	<i>Consulting Services to the FOMB - HTA</i>							
19-b	McKinsey & Company, Inc. Puerto Rico [Dkt. No. 14754 AND 17-3567 Dkt. No. 935]	7/1/2019 - 5/31/2020	\$ 3,329,500.00	\$ -	\$ -	\$ -	\$ 3,329,500.00	\$ -
	<i>Consulting Services to the FOMB - PREPA</i>							
19-c	McKinsey & Company, Inc. Puerto Rico [Dkt. No. 14753 AND 17-4780 Dkt. No. 2262]	7/1/2019 - 5/31/2020	\$ 7,907,000.00	\$ -	\$ -	\$ -	\$ 7,907,000.00	\$ -
	<i>Special Debt Financing Counsel to PREPA</i>							
20	Norton Rose Fulbright US LLP [Dkt. No. 13677 and 17-4780 Dkt. No. 2075]	2/1 - 5/31/2020	\$ 37,062.50	\$ -	\$ -	\$ -	\$ 37,062.50	\$ -
	<i>Financial Advisor to the Mediation Team</i>							
21	Phoenix Management Services, LLC [Dkt. No. 13614]	2/3 - 5/31/2020	\$ 59,047.10	\$ 374.50	\$ -	\$ -	\$ 58,672.60	\$ -
	<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>							
22	Segal Consulting [Dkt. No. 13659]	2/1 - 5/31/2020	\$ 142,025.00	\$ 2,344.80	\$ -	\$ -	\$ 139,680.20	\$ -
	<i>Macroeconomic Consultant to the FOMB</i>							
23	Wolfe, Andrew [Dkt. No. 13557]	2/1 - 5/31/2020	\$ 90,500.00	\$ -	\$ 2,769.84	\$ 90.00	\$ 90,500.00	\$ 2,679.84

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FINAL Fee Applications RECOMMENDED:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Puerto Rico Counsel to FOMB</i>							
1	O'Neill & Borges LLC [Dkt. No. 7717]	5/5/2017 - 2/12/2019	\$ 183,261.60	\$ 208.42	\$ 8,022.35	\$ 353.44	\$ 183,053.18	\$ 7,668.91

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Fourth - Ninth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fourth Interim Fee Period (June 1 - September 30, 2018)								
	<i>Financial Advisors to Commonwealth</i>							
1-a	Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
	<i>Financial Advisors to PREPA</i>							
1-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1048]	6/01 - 9/30/2018	\$ 2,779,593.00	\$ -	\$ 216,596.27	\$ -		
	<i>Investment Banker and Financial Advisor to FOMB</i>							
2	Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
	<i>Debtors' Consultant</i>							
3	Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
	<i>Debtors' Financial Advisor</i>							
4	Deloitte Financial Advisory Services LLP [Dkt. No. 8520]	6/01 - 9/30/2018	\$ 3,055,552.20		\$ 116,696.34			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
5-a	Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
	<i>Financial Advisors to PREPA</i>							
5-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Puerto Rico Counsel for PREPA</i>							
6	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
7	Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00		\$ 41,623.98			
	<i>Debtors' Consultant</i>							
8	Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
	<i>Debtors' Advisor</i>							
9	Deloitte Financial Advisory Services LLP [Dkt. No. 10530]	10/01/2018 - 1/31/2019	\$ 2,040,973.20		\$ 77,313.82			
	<i>Counsel to AAFAF - PREPA</i>							
10-a	O'Melveny & Myers [Dkt. No. 6042 and 17-4780 Dkt. No. 1147]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
10-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
10-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
10-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
10-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Financial Advisors to Commonwealth</i>							
11-a	Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
	<i>Financial Advisors to PREPA</i>							
11-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
	<i>Debtors' Advisor</i>							
12	Deloitte Financial Advisory Services LLP [Dkt. No. 14573]	2/1 - 5/31/2019	\$ 5,891,411.40		\$ 313,178.46			

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Fourth - Ninth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Investment Banker and Financial Advisor to FOMB</i>							
13	Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00		\$ 26,187.61			
	<i>Special Counsel to FOMB - PREPA</i>							
14	Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
15-a	O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
	<i>Counsel to AAFAF - HTA</i>							
15-b	O'Melveny & Myers [17-3567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
	<i>Counsel for AAFAF - ERS</i>							
15-c	O'Melveny & Myers [17-3566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
	<i>Counsel to AAFAF - PREPA</i>							
15-d	O'Melveny & Myers [17-4780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
16	PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
	Seventh Interim Fee Period (June 1 - September 30, 2019)							
	<i>Financial Advisors to Commonwealth</i>							
17-a	Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
	<i>Financial Advisors to PREPA</i>							
17-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
18-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00		\$ 205,804.25			
	<i>Claims Counsel to FOMB - HTA</i>							
18-b	Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00		\$ -			
	<i>Claims Counsel to FOMB - ERS</i>							
18-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
18-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00		\$ 9,138.57			
	<i>Financial Advisor to FOMB</i>							
19	Ernst & Young LLP [Dkt. No. 10829]	6/1 - 9/30/2019	\$ 5,034,312.80		\$ 116,907.08			
	<i>Puerto Rico Counsel to AAFAF</i>							
20	Marini Pietrantoni Muniz LLC [Dkt. No. 9245]	6/1 - 9/30/2019	\$ 211,088.64		\$ 2,648.66			
	<i>Special Counsel to FOMB - PREPA</i>							
21	Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
22-a	O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
	<i>Counsel to AAFAF - HTA</i>							
22-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
	<i>Counsel to AAFAF - ERS</i>							
22-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
	<i>Counsel to AAFAF - PREPA</i>							
22-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			
	<i>Puerto Rico Counsel to FOMB</i>							
23	O'Neill & Borges LLC [Dkt. No. 13849]	6/1 - 9/30/2019	\$ 496,363.95		\$ 9,654.18			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Ninth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Consultant to FOMB</i>							
24	PFM Group Consulting LLC [Dkt. No. 9212]	6/3 - 8/31/2019	\$ 244,842.50		\$ -			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
25	PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
	<i>Counsel to Debtors - Commonwealth</i>							
26-a	Proskauer Rose LLP [Dkt. No. 9624]	6/1 - 9/30/2019	\$ 11,293,301.10		\$ 292,282.61			
	<i>Counsel to Debtors - ERS</i>							
26-b	Proskauer Rose LLP [Dkt. No. 9630 and 17-3566 Dkt. No. 747]	6/1 - 9/30/2019	\$ 1,811,241.00		\$ 139,973.00			
	<i>Counsel to Debtors - HTA</i>							
26-c	Proskauer Rose LLP [Dkt. No. 9628 and 17-3567 Dkt. No. 664]	6/1 - 9/30/2019	\$ 491,537.70		\$ 13,238.66			
	<i>Counsel to Debtors - PREPA</i>							
26-d	Proskauer Rose LLP [Dkt. No. 9626 and 17-04780 Dkt. No. 1838]	6/1 - 9/30/2019	\$ 5,893,697.40		\$ 151,543.10			
	Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
	<i>Financial Advisors to Commonwealth</i>							
27-a	Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
	<i>Financial Advisors to PREPA</i>							
27-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
28-a	Brown Rudnick LLP [Dkt. No. 12847]	10/1/2019 - 1/31/2020	\$ 643,562.50		\$ 40,133.81			
	<i>Claims Counsel to FOMB - ERS</i>							
28-b	Brown Rudnick LLP [17-3566 Dkt. No. 864]	10/1/2019 - 1/31/2020	\$ 178,082.50		\$ 598.20			
	<i>Claims Counsel to FOMB - HTA</i>							
28-c	Brown Rudnick LLP [17-3567 Dkt. No. 766]	10/1/2019 - 1/31/2020	\$ 2,885.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
28-d	Brown Rudnick LLP [17-4780 Dkt. No. 1965]	10/1/2019 - 1/31/2020	\$ 261,844.00		\$ 2,889.11			
	<i>Servicing Agent for PROMESA</i>							
29	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 14454]	12/1/2018 - 12/31/2019	\$ 78,640.00		\$ 96,562.23			
	<i>Puerto Rico Counsel to AAFAF</i>							
30	Marini Pietrantonio Muniz LLC [Dkt. No. 12262]	10/1/2019 - 1/31/2020	\$ 247,098.80		\$ 668.80			
	<i>Special Counsel to FOMB - PREPA</i>							
31	Nixon Peabody LLP [Dkt. No. 13600]	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
32-a	O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
	<i>Counsel to AAFAF - HTA</i>							
32-b	O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			
	<i>Counsel to AAFAF - ERS</i>							
32-c	O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14			
	<i>Counsel to AAFAF - PREPA</i>							
32-d	O'Melveny & Myers [17-04780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53			
	<i>Puerto Rico Counsel to FOMB</i>							
33	O'Neill & Borges LLC [Dkt. No. 13891]	10/1/2019 - 1/31/2020	\$ 341,410.50		\$ 8,989.93			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Ninth Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Consultant to FOMB</i>							
34	PFM Group Consulting LLC [Dkt. No. 12347]	9/1 - 11/30/2019	\$ 44,793.50		\$ -			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
35	PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
	<i>Counsel to Debtors - Commonwealth</i>							
36-a	Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70		\$ 488,281.95			
	<i>Counsel to Debtors - ERS</i>							
36-b	Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90		\$ 72,528.81			
	<i>Counsel to Debtors - HTA</i>							
36-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10		\$ 82,253.31			
	<i>Counsel to Debtors - PBA</i>							
36-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80		\$ 105.80			
	<i>Counsel to Debtors - PREPA</i>							
36-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30		\$ 316,994.84			
	Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
	<i>Puerto Rico Counsel to Special Claims Committee</i>							
37	Estrella, LLC [Dkt. No. 14045]	1/1 - 4/30/2020	\$ 391,386.50		\$ 3,593.22			
	<i>Puerto Rico Counsel to AAFAF</i>							
38	Marini Pietrantonio Muniz LLC [Dkt. No. 13685]	2/1 - 5/31/2020	\$ 321,504.60		\$ 2,143.45			
	<i>Counsel to AAFAF - Commonwealth</i>							
39-a	O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79			
	<i>Counsel to AAFAF - ERS</i>							
39-b	O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03			
	<i>Counsel to AAFAF - HTA</i>							
39-c	O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61			
	<i>Counsel to AAFAF - PREPA</i>							
39-d	O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99			
	<i>Counsel to Official Committee of Unsecured Creditors</i>							
40	Paul Hastings LLP [Dkt. No. 13682]	2/1 - 5/31/2020	\$ 4,788,916.50		\$ 139,072.95			
	<i>Consultant to FOMB</i>							
41	PFM Group Consulting LLC [Dkt. No. 13742]	2/1 - 5/31/2020	\$ 26,825.00		\$ -			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
42	PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
	<i>Counsel to Debtors - Commonwealth</i>							
43-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60		\$ 812,642.95			
	<i>Counsel to Debtors - ERS</i>							
43-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20		\$ 49,926.81			
	<i>Counsel to Debtors - HTA</i>							
43-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80		\$ 27,280.77			
	<i>Counsel to Debtors - PBA</i>							
43-d	Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80		\$ 443.90			
	<i>Counsel to Debtors - PREPA</i>							
43-e	Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10		\$ 255,819.76			
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
44	Zolfo Cooper, LLC [Dkt. No. 13681]	2/1 - 5/31/2020	\$ 966,883.00		\$ 1,006.22			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Applications Recommend for Deferral:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
1	<i>Counsel to AAFAF</i>							
	DLA Piper [Dkt. No. 7973]	6/1/2017 - 4/30/2019	\$ 3,144,379.59		\$ 40,693.07			
2	<i>Counsel to AAFAF - COFINA</i>							
	O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 622, 940, 941, 953
[Case No. 17-3566], 867, 890, 934, 935
[Case No. 17-3567], 1938, 2066, 2073,
2075, 2078, 2094, 2261, 2262 [Case
No. 17-4780], 7717, 8006, 12405, 13361,
13557, 13614, 13624, 13652, 13659, 13655,
13673, 13675, 13676, 13677, 13678, 13680,
13684, 13689, 13690, 13692, 13694, 13714,
13756, 13759, 13829, 14045, 14750, 14751,
14753, 14754

Hearing Date: October 28, 2020 at 9:30 a.m. (AST)

OMNIBUS ORDER AWARDING:

**I. INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE NINTH INTERIM
(FEBRUARY 1, 2020-MAY 31, 2020) AND PRIOR COMPENSATION PERIODS;**

**II. FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE FINAL FEE PERIOD**

This matter coming before the Court on the interim and final fee applications (together
Docket Entry Nos. 622, 940, 941, 953 [Case No. 17-3566], 867, 890, 934, 935 [Case

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

No. 17-3567], 1938, 2066, 2073, 2075, 2078, 2094, 2261, 2262 [Case No. 17-4780], 7717, 8006, 12405, 13361, 13557, 13614, 13624, 13652, 13659, 13655, 13673, 13675, 13676, 13677, 13678, 13680, 13684, 13689, 13690, 13692, 13694, 13714, 13756, 13759, 13829, 14045, 14750, 14751, 14753, 14754, the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A** and **Exhibit B**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has

jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.
3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.
4. The Applications listed on the attached **Exhibit B** are GRANTED on a final basis with the adjustments outlined therein. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay the Applicants listed on **Exhibit B** 100 percent of the fees and 100 percent of the expenses listed under the columns “Final Fees Recommended for Approval” and “Final Expenses Recommended for Approval.”

5. Pursuant to the Fee Examiner's report, the interim fee applications listed on **Exhibit C** and the final applications listed on **Exhibit D** of the report [Docket Entry Nos. 640 [Case No. 17-3284], 658, 717, 724, 747, 862, 864, 873, 967, 988 [Case No. 17-3566], 615, 654, 657, 664, 764, 766, 770, 920, 925 [Case No. 17-3567], 1048, 1133, 1137, 1147, 1489, 1604, 1778, 1786, 1788, 1838, 1963, 1965, 1970, 1977, 2066, 2175, 2208 [Case No. 17-4780], 70, 96 [Case No. 19-5523], 4358, 4897, 5810, 6042, 6043, 6044, 6045, 6047, 7973, 8014, 8180, 8454, 8520, 9212, 9215, 9245, 9274, 9275, 9316, 9332, 9354, 9538, 9539, 9624, 9626, 9628, 9630, 10530, 10829, 12180, 12262, 12347, 12401, 12827, 12829, 12831, 12833, 12835, 12847, 12907, 13600, 13624, 13681, 13682, 13685, 13725, 13742, 13849, 13891, 14031, 14041, 14179, 14348, 14350, 14352, 14354, 14356, 14454, 14522, 14523, 14573] remain adjourned for consideration at a later hearing date.

6. This Order resolves Docket Entry Nos. 622, 940, 941, 953 [Case No. 17-3566], 867, 890, 934, 935 [Case No. 17-3567], 1938, 2066, 2073, 2075, 2078, 2094, 2261, 2262 [Case No. 17-4780], 7717, 8006, 12405, 13361, 13557, 13614, 13624, 13652, 13659, 13655, 13673, 13675, 13676, 13677, 13678, 13680, 13684, 13689, 13690, 13692, 13694, 13714, 13756, 13759, 13829, 14045, 14750, 14751, 14753, 14754.

SO ORDERED.

Dated: October ____, 2020

LAURA TAYLOR SWAIN
United States District Judge

23041586.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Sixth - Ninth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Sixth Interim Fee Period (February 1 - May 31, 2019)								
	<i>Claims Counsel to FOMB - ERS</i>							
1	Brown Rudnick LLP [17-3566 Dkt. No. 622]	2/1 - 5/31/2019	\$ 47,518.00	\$ 916.55	\$ -	\$ -	\$ 46,601.45	\$ -
	<i>Puerto Rico Counsel to AAFAF</i>							
2	Marini Pietrantonio Muniz LLC [Dkt. No. 8006]	2/1 - 5/31/2019	\$ 195,857.30	\$ 4,425.95	\$ 4,793.02	\$ 1,724.70	\$ 191,431.35	\$ 3,068.32
Seventh Interim Fee Period (June 1 - September 30, 2019)								
	<i>Consulting Services to the FOMB - Commonwealth</i>							
3-a	McKinsey & Company, Inc. Washington D.C. [Dkt. No. 13756]	6/1 - 6/30/2019	\$ 1,417,500.00	\$ -	\$ -	\$ -	\$ 1,417,500.00	\$ -
	<i>Consulting Services to the FOMB - HTA</i>							
3-b	McKinsey & Company, Inc. Washington D.C. [Dkt. No. 14751 AND 17-3567 Dkt. No. 934]	6/1 - 6/30/2019	\$ 310,000.00	\$ -	\$ -	\$ -	\$ 310,000.00	\$ -
	<i>Consulting Services to the FOMB - PREPA</i>							
3-c	McKinsey & Company, Inc. Washington D.C. [Dkt. No. 14750 AND 17-4780 Dkt. No. 2261]	6/1 - 6/30/2019	\$ 740,000.00	\$ -	\$ -	\$ -	\$ 740,000.00	\$ -
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)								
	<i>Puerto Rico Counsel to PREPA</i>							
4	Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 12405 and 17-4780 Dkt. No. 1938]	8/1/2019 - 1/31/2020	\$ 1,880,695.00	\$ 14,447.95	\$ 13,883.56	\$ 1,425.21	\$ 1,866,247.05	\$ 12,458.35
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)								
	<i>Advisor to the FOMB - Commonwealth</i>							
5-a	Alvarez & Marsal North America, LLC [Dkt. No. 13690]	2/1 - 5/31/2020	\$ 3,074,881.77	\$ 9,062.10	\$ 11,867.78	\$ -	\$ 3,065,819.67	\$ 11,867.78
	<i>Advisor to the FOMB - ERS</i>							
5-b	Alvarez & Marsal North America, LLC [Dkt. No. 13694 and 17-3566 Dkt. No. 941]	2/1 - 5/31/2020	\$ 355,793.13	\$ -	\$ -	\$ -	\$ 355,793.13	\$ -
	<i>Advisor to the FOMB - HTA</i>							
5-c	Alvarez & Marsal North America, LLC [Dkt. No. 13692 and 17-3567 Dkt. No. 867]	2/1 - 5/31/2020	\$ 78,511.68	\$ -	\$ -	\$ -	\$ 78,511.68	\$ -
	<i>Puerto Rico Counsel to the Official Committee of Retired Employees</i>							
6	Bennazar Garcia & Milan, C.S.P. [Dkt. No. 13361]	2/1 - 5/31/2020	\$ 345,741.25	\$ 743.50	\$ 2,226.97	\$ -	\$ 344,997.75	\$ 2,226.97
	<i>Consulting Services to the FOMB - PREPA</i>							
7	Berkeley Research Group, LLC [Dkt. No. 13689 AND 17-4780 Dkt. No. 2078]	2/1 - 5/31/2020	\$ 370,305.00	\$ 845.44	\$ 1,732.04	\$ -	\$ 369,459.56	\$ 1,732.04
	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB</i>							
8-a	Brattle Group, Inc., The [Dkt. No. 13675]	2/1 - 5/31/2020	\$ 684,656.30	\$ -	\$ -	\$ -	\$ 684,656.30	\$ -
	<i>Economic Consultant to Proskauer Rose as legal counsel to FOMB- ERS</i>							
8-b	Brattle Group, Inc., The [Dkt. No. 13676 AND 17-3566 Dkt. No. 940]	1/30 - 5/31/2020	\$ 1,135,049.42	\$ -	\$ 8,460.51	\$ -	\$ 1,135,049.42	\$ 8,460.51
	<i>Puerto Rico Conflicts Counsel to the FOMB</i>							
9-a	Cardona Fernandez, Esq., Ileana C. [Dkt. No. 13673]	2/1 - 5/31/2020	\$ 8,595.00	\$ -	\$ -	\$ -	\$ 8,595.00	\$ -
	<i>Puerto Rico Conflicts Counsel to the FOMB- PREPA</i>							
9-b	Cardona Fernandez, Esq., Ileana C. [17-4780 Dkt. No. 2073]	2/1 - 5/31/2020	\$ 2,295.00	\$ 225.00	\$ -	\$ -	\$ 2,070.00	\$ -
	<i>Puerto Rico Counsel to Official Committee of Unsecured Creditors</i>							
10	Casillas Santiago & Torres LLC [Dkt. No. 13684]	2/1 - 5/31/2020	\$ 401,341.50	\$ 40.00	\$ 6,163.75	\$ -	\$ 401,301.50	\$ 6,163.75
	<i>Financial Advisor to the FOMB - Commonwealth</i>							
11-a	DiCicco, Gulman & Company LLP [Dkt. No. 13829]	2/1 - 5/31/2020	\$ 976,837.50	\$ 16,074.38	\$ -	\$ -	\$ 960,763.12	\$ -

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Sixth - Ninth Fee Period Applications RECOMMENDED:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Financial Advisor to the FOMB - ERS</i>							
11-b	DiCicco, Gulman & Company LLP [17-3566 Dkt. No. 953]	2/1 - 5/31/2020	\$ 61,762.50	\$ -	\$ -	\$ -	\$ 61,762.50	\$ -
	<i>Financial Advisor to the FOMB - HTA</i>							
11-c	DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 890]	2/1 - 5/31/2020	\$ 26,962.50	\$ -	\$ -	\$ -	\$ 26,962.50	\$ -
	<i>Financial Advisor to the FOMB - PREPA</i>							
11-d	DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2094]	2/1 - 5/31/2020	\$ 36,937.50	\$ -	\$ -	\$ -	\$ 36,937.50	\$ -
	<i>Puerto Rico Counsel to Special Claims Committee</i>							
12	Estrella, LLC [Dkt. No. 14045]	1/1 - 4/30/2020	\$ 391,386.50	\$ 5,618.50	\$ 3,593.22	\$ 98.89	\$ 385,768.00	\$ 3,494.33
	<i>Chief Financial Advisor to PREPA</i>							
13	Filsinger Energy Partners [Dkt. No. 13624 AND 17-4780 Dkt. No. 2066]	2/1 - 5/31/2020	\$ 811,835.92	\$ -	\$ 2,862.99	\$ -	\$ 811,835.92	\$ 2,862.99
	<i>Financial Advisor for the Official Committee of Retired Employees</i>							
14	FTI Consulting, Inc. [Dkt. No. 13652]	2/1 - 5/31/2020	\$ 1,013,856.50	\$ 30,000.00	\$ 10,478.42	\$ -	\$ 983,856.50	\$ 10,478.42
	<i>Counsel to the Official Committee of Retired Employees</i>							
15	Jenner & Block LLP [Dkt. No. 13678]	2/1 - 5/31/2020	\$ 1,868,971.73	\$ 71,327.39	\$ 105,122.89	\$ -	\$ 1,797,644.34	\$ 105,122.89
	<i>Communications Advisor to Official Committee of Unsecured Creditors</i>							
16	Kroma Advertising, Inc. [Dkt. No. 13680]	1/16 - 5/15/2020	\$ 95,000.00	\$ -	\$ -	\$ -	\$ 95,000.00	\$ -
	<i>Special Counsel to the FOMB</i>							
17	Luskin Stern & Eisler LLP [Dkt. No. 13714]	2/1 - 5/31/2020	\$ 54,879.00	\$ -	\$ 5.52	\$ -	\$ 54,879.00	\$ 5.52
	<i>Information Agent to the Official Committee of Retired Employees</i>							
18	Marchand ICS Group [Dkt. No. 13655]	2/1 - 5/31/2020	\$ 112,243.50	\$ 57.00	\$ 10,276.15	\$ -	\$ 112,186.50	\$ 10,276.15
	<i>Consulting Services to the FOMB - Commonwealth</i>							
19-a	McKinsey & Company, Inc. Puerto Rico [Dkt. No. 13759]	7/1/2019 - 5/31/2020	\$ 15,138,625.00	\$ -	\$ -	\$ -	\$ 15,138,625.00	\$ -
	<i>Consulting Services to the FOMB - HTA</i>							
19-b	McKinsey & Company, Inc. Puerto Rico [Dkt. No. 14754 AND 17-3567 Dkt. No. 935]	7/1/2019 - 5/31/2020	\$ 3,329,500.00	\$ -	\$ -	\$ -	\$ 3,329,500.00	\$ -
	<i>Consulting Services to the FOMB - PREPA</i>							
19-c	McKinsey & Company, Inc. Puerto Rico [Dkt. No. 14753 AND 17-4780 Dkt. No. 2262]	7/1/2019 - 5/31/2020	\$ 7,907,000.00	\$ -	\$ -	\$ -	\$ 7,907,000.00	\$ -
	<i>Special Debt Financing Counsel to PREPA</i>							
20	Norton Rose Fulbright US LLP [Dkt. No. 13677 and 17-4780 Dkt. No. 2075]	2/1 - 5/31/2020	\$ 37,062.50	\$ -	\$ -	\$ -	\$ 37,062.50	\$ -
	<i>Financial Advisor to the Mediation Team</i>							
21	Phoenix Management Services, LLC [Dkt. No. 13614]	2/3 - 5/31/2020	\$ 59,047.10	\$ 374.50	\$ -	\$ -	\$ 58,672.60	\$ -
	<i>Actuaries and Consultants to the Official Committee of Retired Employees</i>							
22	Segal Consulting [Dkt. No. 13659]	2/1 - 5/31/2020	\$ 142,025.00	\$ 2,344.80	\$ -	\$ -	\$ 139,680.20	\$ -
	<i>Macroeconomic Consultant to the FOMB</i>							
23	Wolfe, Andrew [Dkt. No. 13557]	2/1 - 5/31/2020	\$ 90,500.00	\$ -	\$ 2,769.84	\$ 90.00	\$ 90,500.00	\$ 2,679.84

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FINAL Fee Applications RECOMMENDED:

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Puerto Rico Counsel to FOMB</i>							
1	O'Neill & Borges LLC [Dkt. No. 7717]	5/5/2017 - 2/12/2019	\$ 183,261.60	\$ 208.42	\$ 8,022.35	\$ 353.44	\$ 183,053.18	\$ 7,668.91